

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York, 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 12374  
(Zeller Electric of Rochester Inc aka Zeller Electric Inc)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Zeller Electric of Rochester Inc aka Zeller Electric Inc(the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 12374 (Zeller Electric of Rochester Inc aka Zeller Electric Inc) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, in October 2005, Zeller Electric of Rochester Inc aka Zeller Electric Inc submitted a reclamation demand (the "Reclamation Demand") to the Debtors.

WHEREAS, on July 28, 2006, Zeller Electric of Rochester Inc aka Zeller Electric Inc filed proof of claim number 12374 against Delphi Automotive Systems LLC asserting a claim in the amount of \$33,257.86 (the "Claim").

WHEREAS, on April 27, 2007, the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims and Untimely Tax Claims, and (F) Claims Subject to Modification, Tax Claims Subject to Modification, and Claims Subject to Modification and Reclamation Agreement ("Thirteenth Omnibus Claims Objection") (Docket No. 7825) (the "Objection").

WHEREAS, on May 24, 2007, Zeller Electric of Rochester Inc aka Zeller Electric Inc filed its response to the Objection (Docket No. 8046) (the "Response").

WHEREAS, to resolve the Objection with respect to the Claim, Delphi Automotive Systems LLC and Zeller Electric of Rochester Inc aka Zeller Electric Inc have agreed to enter into this Stipulation.

WHEREAS, pursuant to this Stipulation, Delphi Automotive Systems LLC acknowledges and agrees that the Claim shall be allowed against Delphi Automotive Systems LLC in the amount of \$33,257.86.

WHEREAS, Zeller Electric of Rochester Inc aka Zeller Electric Inc further acknowledges that it will waive the right to seek administrative priority status for any portion of the Claim on the grounds that it has a reclamation claim against the Debtors.

WHEREAS, Zeller Electric of Rochester Inc aka Zeller Electric Inc acknowledges that it has been given the opportunity to consult with counsel before executing this Stipulation and is executing such Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Stipulation.

WHEREAS, Delphi Automotive Systems LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Zeller Electric of Rochester Inc aka Zeller

Electric Inc stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$33,257.86 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC.
2. Zeller Electric of Rochester Inc aka Zeller Electric Inc waives its right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for any portion of the Claim on the grounds that it has a reclamation claim against the Debtors on account of the Reclamation Demand.
3. The Reclamation Demand shall be deemed withdrawn with prejudice.
4. The Response to the Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 11th day of January 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606-1285  
(312) 407-0700

/s/ Meghan M. Lynch

Zeller Electric of Rochester Inc aka Zeller  
Electric Inc

By: Meghan M. Lynch, John K.  
McAndrew

Address: Woods Oviatt Gilman, LLP as  
Attorneys  
700 Crossroads Building

2 State Street  
Rochester, New York 14614

Phone: (585) 987-2800

Email:

- and -

Kayalyn A. Marafioti  
Thomas J. Matz  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

